

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:	}	
	}	CHAPTER 11
DELPHI CORPORATION, et al.,	}	
	}	CASE NO. 05-44481 (RDD)
Debtors.	}	(Jointly Administered)

RESPONSE OF HENMAN ENGINEERING & MACHINE, INC. TO DEBTORS'
THIRTEENTH OMNIBUS OBJECTION (SUBSTANTIVE) AND CLASSIFICATION
OF CLAIMS AS "...(F) CLAIMS SUBJECT TO MODIFICATION"

Comes now Henman Engineering & Machine, Inc. by counsel Gregory A. Huffman of DeFur Voran LLP, 201 East Jackson Street – Suite 400, Muncie, IN 47305 and in response to the “Debtors’ Thirteenth Omnibus Objection (Substantive) pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to certain ...(F) Claims Subject to Modification” states as follows:

1. On January 30, 2006 Henman filed its Proof of Claim 1 of 3 (Claim No. 1716) and Claim 3 of 3 (Claim No. 1714) in this court. Claim 2 of 3 (Claim No. 1715) was also filed but no objections have been raised to Henman’s Claim 2 of 3.

2. During the Debtors’ review of the Proof of Claim, the Debtors have determined that Henman’s Claim 1714 and Claim 1716 were overstated and were filed and docketed against the wrong Debtors.

3. Henman does not object to the assertion that its claims should have been filed in Case No. 005-44640 against Delphi Automotive Systems, LLC rather than in Case No. 05-44596 against Delphi Automotive Systems (Holding), Inc.

4. Henman does object to its Claim 1716 being reduced to \$214,500.00 from the original amount claimed of \$282,500.00 and its Claim 1714 being reduced to \$1,011.90 from the original amount of \$2,002.09.

5. Set forth in the Proofs of Claim previously filed with the Court was documentation sufficient to establish prima facie right to payment. As further explanation setting forth the reason why the Claim No. 1716 should not be disallowed is attached a 7-page summary of the factual situation explaining the purchase orders which were not accurately understood by the Debtor. Said concise statement is attached hereto, made a part hereof, and marked “Exhibit 1.”

6. The claimant affirms that its full claim in the amount of \$282,500.00 is due and owing and should be approved and paid.

7. Modified Claim 1714 disallows expedited costs for rush delivery. The invoices for the expedited costs of rush delivery are attached directly to Claim 1714 and were negotiated and paid by the Debtor

routinely prior to bankruptcy and no disallowance of negotiated expedited costs has not been paid by the Debtor pre-bankruptcy.

8. Claimant affirms that its full claim in the amount of \$2,002.09 is due and owing and should be approved and paid.

9. The claims filed by Henman are not contingent or fully or partially unliquidated.

10. Any response of the Debtors should be mailed to counsel for the claimant, the same being Gregory A. Huffman of DeFur Voran LLP, 201 East Jackson Street – Suite 400, Muncie, IN 47305.

WHEREFORE, the Claimant, Henman Engineering and Machine, Inc. prays the objection to the full amount of its Claim 1714 and its Claim 1716 be withdrawn and the full amount of the claims paid from the assets of the Debtor.

DeFUR VORAN LLP

By: 

Gregory A. Huffman, ID No. 783318
201 East Jackson Street – Suite 400
Muncie, IN 47305
Telephone: (765) 288-3651
Facsimile: (765) 288-7068

ATTORNEYS FOR CLAIMANT

The undersigned, Thomas Henman, President of Henman Engineering & Machine, Inc. states under penalties for perjury that the information contained in this response is true and correct to the best of his knowledge and belief.

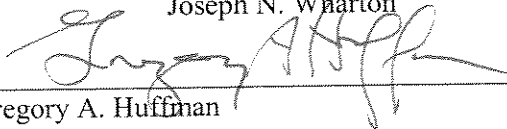

Thomas Henman, President

CERTIFICATE OF SERVICE

I hereby certify this 22nd day of May 2007 that a copy of the above and foregoing document was sent by United Parcel Service (UPS) for overnight delivery to:

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attention: General Counsel

Skadden Arps Slate Meagher and Flom, LLP
333 West Wacker Drive • Suite 2100
Chicago, IL 60606
Attention: John Wm Butler, Jr.
Joseph K. Lyons
Joseph N. Wharton


Gregory A. Huffman

Henman Engineering & Machine, Inc.

3301 W. Mt. Pleasant Blvd.

P. O. Box 2633

Muncie, IN 47307-0633

Phone: (765) 288-8098 Fax: (765) 288-5081

May 4, 2007
Greg Huffman
DeFur & Voran

Subject: Delphi claim 1 of 3 for \$282,500.00

Exhibit E-1 - Claims subject to modification shows claim as docketed to be \$282,500.00 and claim as modified as \$214,500.00 .

The difference is \$68,000 which corresponds to our invoices 85515 and 85516. Both invoices are unpaid and are due to Henman Engineering and Machine, Inc. We offer the following trail of quotes, purchase orders, and invoices for this amount of \$68,000.

1. Our quote of 12/8/2004 to Mark Putnam shows tooling costs for type 12 and type 13 front and rear heads. (copy attached) The total tooling amounts were \$56,000 for rear heads and \$80,000 for front heads. We treated this project as a single project including both type 12 and 13 parts.
2. Delphi chose to treat this project as two separate projects. As a result 4 different purchase orders were written applying $\frac{1}{2}$ of the cost for fronts to each of two separate orders and $\frac{1}{2}$ of the cost for rears to each of two separate orders. As a result we received 4 different purchase orders. They are DYS81653 , DYS81652, DYS81655, and DYS81654. (copies attached)
3. Upon completion of the project we issued 4 separate invoices. The invoices were 85280, 85515, 85281, and 85516.
4. On May 6, 2005 we received payment of \$28,000 for invoice 85280. (Delphi reference number 90049742)
5. On May 9, 2005 we received payment of \$40,000 for invoice 85281. (Delphi reference number 90049912)
6. No payment has been received for invoices 85515 and 85516. These invoices apply to type 13 front and rear heads. (Part numbers 6570299 rear head and 6570302 front head.) Delphi owes \$28,000 for invoice 85515 and \$40,000 for invoice 85516.

Thomas Henman



Henman Engineering & Machine, Inc.

3301 W. Mt. Pleasant Blvd.

P. O. Box 2633

Muncie, IN 47307-0633

Phone: (765) 288-8098 Fax: (765) 288-5081

12/8/2004

Delphi

Attn: Mark Putnam

Subject: Volume of 630/day Type 12 & Type 13 front and rear heads

Reference: Request of 12/7/04

We estimate the cost for providing machining on front and rear heads as submitted below.

	<u>Front Head Unit Price</u>	<u>Rear Head Unit Price</u>
Initial Price:	\$3.280	\$3.150
Price after 18 months:	\$3.037	\$2.908
Tooling:	\$41,000	\$24,000
Gages:	\$39,000	\$32,000

Start of production can be early January for Type 12 units, tooling will restrict daily output to 320 units per day. Completion of the added tooling should be done by early February to bring capacity to 640 units per day. Type 13 parts will require engineering and PPAP prior to start of production, would estimate start of production in mid February.

Terms: FOB Muncie, IN Delphi std for payment

Pricing Based on:

1. Delphi furnishing castings
2. No inbound freight
3. Delphi furnished dunnage.
4. Casting scrap to be 1% max before charge backs
5. Machine scrap to be 1% max before charge backs

6. Price does not include impregnation- impregnation prices will be available in the next few days
7. Minimum contract term of 18 months in order to provide the above pricing

If you have questions or we can be of further assistance please let us know.

Thomas Henman

Delphi Harrison Thermal Sys.
D-U-N-S 012839643
Employer I.D. NO. NY 7226638

DELPHI

Automotive Systems

DELPHI AUTOMOTIVE SYSTEMS
HARRISON THERMAL SYSTEMS
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY
14094

DELPHI HARRISON
THERMAL SYSTEMS
3535 KETTERING BLVD.
MORRISONE OH
45439

SHIP TO: THERMAL SYSTEMS

US

US

VENDOR NUMBER 04-610-7330

HENMAN ENGINEERING AND MACHINE
3301 MT PLEASANT BLVD
TO: PO BOX 2633
MUNCIE IN
47307-0633

INVOICE TO: DELPHI HARRISON

NO INVOICE REQUIRED
P.O. BOX 1550
FLINT PH (248) 874-4636 MI
48501-1550 US

This order is not binding until accepted. Acceptance should be executed on acknowledgment copy which should be returned to Buyer. The terms and conditions on the face and back of this invoice constitute the final agreement between Buyer and Seller. No other conditions, printed or otherwise, shall apply. If Government Contract Number is shown hereon, additional terms and conditions attached thereto apply.

PAGE 4

PURCHASE

ORDER: DYS81653

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment. Item Identification Number(s) must be shown on packing Slips and Invoices.

Invoice Attn: Accounts Payable
Do Not Declare Valuation of Express Shipments or Insure Parcel Post

ORDER DATE 12/20/04

PHONE: 716-439-2763

ALTERATION ISSUE DATE

ALTERATION EFFECTIVE DATE

BUYER

BR

SHIP VIA

AS DIRECTED

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PAYMENT TERMS	2ND DAY OF 2ND MONTH	ITEM IDENTIFICATION NUMBER	QUANTITY ORDERED	DESCRIPTION	REQ. NUMBER	DATE REQUIRED	TAX CODE%	BASE UNIT PRICE	PRICE MULTIPLE	UNIT OF MEASURE
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VENDOR PAYS THE TAX DIRECT UNDER PERMIT NO. 98000620 WHEN APPLICABLE.

***SHIPPING INSTRUCTIONS FOR FREIGHT

1) SHIP "UPS-CONSIGNEE PROGRAM" FOR ALL GROUND PACKAGES WEIGHING 150 POUNDS OR LESS. (DELPHI AUTOMOTIVE WILL PAY THESE CHARGES DIRECTLY TO UNITED PARCEL SERVICES)

IF YOU HAVE ANY QUESTIONS CONCERNING THE UPS PROGRAM CALL UPS 1-800-354-7527 OR NAO PURCHASING 810-986-6634.

2) SHIP "COLLECT" WITH DELPHI AUTOMOTIVE PREFERRED CARRIER FOR MATERIAL THAT EXCEEDS THE WEIGHT OF THE UPS PROGRAM. ANY QUESTIONS RELATED TO PREFERRED CARRIERS, CALL DELPHI HARRISON TRANSPORTATION DEPT, 716-439-2241, 2242, OR 2243.

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TO COVER COST OF NEW TOOLS TO PRODUCE:

PART NAME: CVC REAR HEAD TYPE 13
PART NO.: 6570299/DWG. SAME
PPAP SAMPLES: ATTN: M. TRIMBUR
PROP. OF DHTS
PLATFORM: W-CAR GMX 367P, 211, 231
PROJECT: 1357
TYPE OF TL: TOOLING & GAGES FOR FINAL PART MACHINING AT VENDOR

PRO17800 001

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SUPPLIER

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DELPHI

Automotive Systems

DELPHI AUTOMOTIVE SYSTEMS
HARRISON THERMAL SYSTEMS
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY
14094

Delphi Harrison Thermal Sys.
D.U.N.S. 0128353937228636
Employer ID. NO. NY 7228636

DELPHI HARRISON
SHIP TO: THERMAL SYSTEMS

3535 KETTERING BLVD.
MORAINE OH
45439

US

US

EAG DISBURSEMENT SERVICES
INVOICE TO: DELPHI HARRISON

NO INVOICE REQUIRED
P.O. BOX 1550
FLINT PH (248) 874-4636 MI

48501-1550
US

VENDOR NUMBER 04-610-7330

HENMAN ENGINEERING AND MACHINE

TO: 3301 MT PLEASANT BLVD

PO BOX 2633

MUNCIE IN

47307-0633

This order is not binding until accepted. Acceptance should be executed on acknowledgment copy which should be returned to Buyer.
This order, including the terms and conditions contained herein, is subject to the terms and conditions of the final agreement between Buyer and Seller and no other agreement in any way modifying any of said terms and conditions shall be binding on either party unless made in writing and signed by Buyer's authorized representative. If Government Contract Number is shown herein, additional Terms and Conditions Attached hereto Apply.

PURCHASE ORDER: DYS81655

PAGE 4

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment. Item Identification Number(s) must be shown on Packing Slips and Invoices.

Invoice Attn: Accounts Payable
Do Not Declare Valuation of Express Shipments or Insure Parcel Post

ORDER DATE 12/20/04	PHONE: 716-439-2763
ALTERATION ISSUE DATE	M PUTNAM Buyer
ALTERATION EFFECTIVE DATE	BR

PAYMENT TERMS		SHIP VIA	
NET	2ND DAY OF 2ND MONTH	AS DIRECTED	
ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NUMBER	DESCRIPTION

00001	1	PRO17798 001	VENDEE PAYS THE TAX DIRECT UNDER PERMIT NO. 98000620 WHEN APPLICABLE. ***SHIPPING INSTRUCTIONS FOR FREIGHT 1) SHIP "UPS-CONSIGNEE PROGRAM" FOR ALL GROUND PACKAGES WEIGHING 150 POUNDS OR LESS. (DELPHI AUTOMOTIVE WILL PAY THESE CHARGES DIRECTLY TO UNITED PARCEL SERVICES) IF YOU HAVE ANY QUESTIONS CONCERNING THE UPS PROGRAM CALL UPS 1-800-354-7527 OR NAO PURCHASING 810-986-6634. 2) SHIP "COLLECT" WITH DELPHI AUTOMOTIVE PREFERRED CARRIER FOR MATERIAL THAT EXCEEDS THE WEIGHT OF THE UPS PROGRAM. ANY QUESTIONS RELATED TO PREFERRED CARRIERS, CALL DELPHI HARRISON TRANSPORTATION DEPT, 716-439-2241, 2242, OR 2243. TO COVER COST OF NEW TOOLS TO PRODUCE: PART NAME: CVC FRONT HEAD TYPE 13 PART NO.: 6570302/DWG. SAME PPAP ATTN: M. TRIMBUR PROJECT NO.: 1357 PROP. OF: DHTS PLATFORM: W-CAR GMX367P, 211, 231 TOOL RELEASE: 1357 TYPE OF TOOL: TOOLING & GAGES FOR FINAL	12/31/04	D	0.00%	40000.0000	LOT
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SUPPLIER

Delphi Harrison Thermal Sys.
P.O. Box 14094
Flint, MI 48901-1550

DELPHI
Automotive Systems

DELPHI AUTOMOTIVE SYSTEMS
HARRISON THERMAL SYSTEMS
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY
14094

DELPHI HARRISON
THERMAL SYSTEMS
3535 KETTERING BLVD.
MORRIS OH
45439

VENDOR NUMBER 04-610-7330
HENMAN ENGINEERING AND MACHINE
TO: 3301 MT PLEASANT BLVD
PO BOX 2633
MUNCIE IN
47307-0633

SHIP TO: THERMAL SYSTEMS
MORRIS OH
45439

INVOICE TO: DELPHI HARRISON
P.O. BOX 1550
FLINT MI 48901-1550

US

US

SHIP VIA
AS DIRECTED

ORDER DATE
12/20/04
ALTERATION ISSUE DATE
M PUTNAM
BR

PHONE: 716-439-2763
M PUTNAM
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TO COVER COST OF NEW TOOLS TO PRODUCE:

PART NAME: CVC REAR HEAD TYPE 12

PART NO.: 6570526/DWG. SAME

PPAP SAMPLES: M. TRIMBUR

PROP. OF DHTS 1357

PROJECT NO.: 1357

TYPE OF TOOL: TOOLING & GAGES FOR FINAL PART

MACHINING AT VENDOR

TOOL RELEASE: 1357

CONTINUE PAGE 5

SUPPLIER

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PAGE 4

DELPHI

Automotive Systems

Delphi Harrison Thermal Sys.
D.U.N.-S 012839643
Employer ID. NO. NY 7226836

DELPHI AUTOMOTIVE SYSTEMS
HARRISON THERMAL SYSTEMS
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY
14094

SHIP TO: DELPHI HARRISON
THERMAL SYSTEMS
3535 KETTERING BLVD.
MORRINE OH
45439

US

US

INVOICE TO: DELPHI HARRISON
NO INVOICE REQUIRED

VENDOR NUMBER 04-610-7330
HENMAN ENGINEERING AND MACHINE
3301 MT PLEASANT BLVD
TO: PO BOX 2633
MUNCIE IN
47307-0633

P.O. BOX 1550
FLINT MI
PH (248) 874-4636
US
48501-1550

THIS order is not binding until accepted. Acceptance should be executed on acknowledgment copy which should be returned to the Seller. The Seller warrants that the goods are as described and that the price is correct. The Seller also warrants that the goods are free from all liens and claims. The Seller shall be responsible for any loss, damage or destruction of the goods in transit. The Seller shall be responsible for any loss, damage or destruction of the goods in transit. The Seller shall be responsible for any loss, damage or destruction of the goods in transit.

PURCHASE ORDER

ORDER: DYS81654

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment. Item Identification Number(s) must be shown on Packing Slips and Invoices.

Invoice Attn: Accounts Payable
Do Not Declare Valuation of Express Shipments or Insure Parcel Post

PHONE: 716-439-2763

ORDER DATE
12/20/04
BUYER
M PUTNAM
BR
ALTERATION ISSUE DATE
ALTERATION EFFECTIVE DATE

SHIP VIA

AS DIRECTED

PRICE
MULTIPLE

BASE UNIT PRICE

TAX CODE/

DATE REQUIRED

SPG
NUMBER

F.O.B.

SP FREIGHT COLLECT

2ND DAY OF 2ND MONTH

PAYMENT TERMS
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ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NUMBER	ITEM NAME	DESCRIPTION	DATE REQUIRED	SPG NUMBER	F.O.B.	SP FREIGHT COLLECT	SHIP VIA	AS DIRECTED	PRICE MULTIPLE	UNIT OF MEASURE
00001	1	PRO17799 001		VENDEE PAYS THE TAX DIRECT UNDER PERMIT NO. 98000620 WHEN APPLICABLE. **SHIPPING INSTRUCTIONS FOR FREIGHT 1) SHIP "UPS-CONSIGNEE PROGRAM" FOR ALL GROUND PACKAGES WEIGHING 150 POUNDS OR LESS. (DELPHI AUTOMOTIVE WILL PAY THESE CHARGES DIRECTLY TO UNITED PARCEL SERVICES) IF YOU HAVE ANY QUESTIONS CONCERNING THE UPS PROGRAM CALL UPS 1-800-354-7527 OR NAO PURCHASING 810-986-6634. 2) SHIP "COLLECT" WITH DELPHI AUTOMOTIVE PREFERRED CARRIER FOR MATERIAL THAT EXCEEDS THE WEIGHT OF THE UPS PROGRAM. ANY QUESTIONS RELATED TO PREFERRED CARRIERS, CALL DELPHI HARRISON TRANSPORTATION DEPT. 716-439-2241, 2242, OR 2243. TO COVER COST OF NEW TOOLS TO PRODUCE: PART NAME: CVC FRONT HEAD TYPE 12 PART NO.: 6562465/DWG. SAME PPAP SAMPLES: ATTENTION M. TRIMBUR PROP. OF DHTS 1357 PROJECT NO.: W-CAR GMX 211, 231, EPSILON GMX 380, PLATFORM: 381 TOOL RELEASE NO.1357	12/31/04	D	0.00%				40000.0000	LOT

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